



October 24, 2014

Douglas Brickley
 The Claro Group
 1 Houston Center
 1221 McKinney Street, Ste. 2850
 Houston, TX 77010

Please remit payment to:

Okin & Adams LLP
 1113 Vine St., Suite 201
 Houston, TX 77002
 Fx.888.865.2118

Tax ID# 80-0891347

Regarding: Cleveland Imaging Chapter 11
 Invoice No:03603

Services Rendered

| Date | Staff | Description | Hours | Charges |
|-----------|-------|--|-------|------------|
| 9/04/2014 | CA | File bankruptcy case and send the petition to various parties to provide immediate notice (1.6); have suggestions of bankruptcy filed immediately in state court proceedings (.8) call to J. Higgins who represents Dr. Kreit regarding the bankruptcy filing and report to D. Brickley (.7) | 3.10 | \$1,162.50 |
| 9/04/2014 | CA | Financing: Review proposed dip budget and workplan and correspondence regarding setting up conference call regarding same | 1.00 | \$375.00 |
| 9/04/2014 | RP | Prepare and file suggestions of bankruptcy in Rayford and Central Tx Physician cases (in state court). | 0.80 | \$244.00 |
| 9/05/2014 | CA | Correspondence with M. Leary regarding state hospital licensing issues (.4); correspondence with C. Roy regarding states requirements to maintain and renew hospital license in light of the forced closing (.8); have other suggestions of bankruptcy drafted and filed (.3); | 1.50 | \$562.50 |
| 9/05/2014 | CA | Prepare for and attend conference call with D. Brickley, Claro Group and Iberia Bank regarding dip budget and general case handling going forward | 1.60 | \$600.00 |
| 9/05/2014 | CA | Research regarding authority of receiver to act as debtor in possession and U.S Trustee's position on same | 1.10 | \$412.50 |
| 9/05/2014 | RP | Receipt and review file-stamped copies of suggestions of bankruptcy in Rayford and Central Tx Physician cases. | 0.20 | \$61.00 |
| 9/08/2014 | CA | Meeting with D. Brickley at Porter Hedges with J. Higgins and Dr. Kreit to discuss case going forward and to get information from Dr. Kreit and discuss his involvement | 2.30 | \$862.50 |
| 9/08/2014 | CA | Review previous bankruptcy filing and discuss with C. Quinn (1.3); begin formulating the creditors' matrix (1.5) | 2.80 | \$1,050.00 |
| 9/08/2014 | RP | Confer with Aaron Power at Porter Hedges regarding Aetna case and prepare and file suggestion of bankruptcy in same. | 1.20 | \$366.00 |
| 9/08/2014 | RP | Begin preparation of DIP and cash collateral motion. | 4.60 | \$1,403.00 |
| 9/09/2014 | BDR | Detailed review of Cam Construction contract; draft summary of comments to same and forward to C. Adams for review. | 1.10 | \$335.50 |
| 9/09/2014 | CA | Begin working on draft dip motion and email M. Cavanaugh regarding a dip order | 1.20 | \$450.00 |
| 9/09/2014 | CA | Review CAM construction agreement and B. Roman's comments thereto(.6); conference call with representative for DSHS regarding licensing issues and follow up with D. Brickley regarding same (1.3) correspondence with representative from Entergy regarding stipulation on utility deposit (.5) | 2.40 | \$900.00 |
| 9/10/2014 | BDR | Confer with C. Adams regarding drafting of motion for expedited status | 1.60 | \$488.00 |



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| | | conference (0.2); review case file for background relevant to motion for expedited status conference (0.5); draft and revise Motion for Expedited Status Conference (0.9). | | |
| 9/10/2014 | CA | Continued correspondence with DSHS and D. Brickley regarding what needs to be accomplished before the hospital can be reopened (1.1); correspondence with D. Brickley and B. Ruzinsky regarding paying constables for security at the hospital (.3) | 1.40 | \$525.00 |
| 9/10/2014 | CA | Various correspondence regarding directors and officers making claims against the hospital's D&O policy by contacting the insurance agent | 1.30 | \$487.50 |
| 9/10/2014 | CA | Various correspondence with T. Davidson regarding Aetna litigation (.7); review and discuss with D. Brickley and Iberia counsel the withdrawal of the reference by Judge Hughes in the Aetna case and have motion for status conference drafted (1.7) | 2.40 | \$900.00 |
| 9/10/2014 | RP | Confer with Mr. Adams regarding filing suggestion of bankruptcy in Aetna case. | 0.30 | \$91.50 |
| 9/11/2014 | BDR | Receipt and review comments to Motion for Expedited Status Conference (0.1); revise proposed order on Motion for Expedited Status Conference (0.1); file Motion for Expedited Status Conference in District Court and in Bankruptcy Court (0.2); draft Certificate of Service for Motion for Expedited Status Conference (0.2); file Certificate of Service and Service List for Motion for Expedited Status Conference in District Court and in Bankruptcy Court (0.2); confer with C. Adams regarding necessity to amend motion for expedited status conference (0.1); draft and revise Amended Motion for Expedited Status Conference (0.5); file same with District Court and Bankruptcy Court (0.2). | 1.60 | \$488.00 |
| 9/11/2014 | CA | Finalize, file and forward to the court the expedited motion for status conference to discuss the withdrawal of the reference (1.9); various correspondence regarding the motion and have an amended motion drafted and filed (0) | 1.90 | \$712.50 |
| 9/11/2014 | CA | Various correspondence with T. Gibson and H. Miles regarding the Aetna litigation and the withdrawal of the reference and how to proceed | 1.20 | \$450.00 |
| 9/11/2014 | RP | Prepare motion to extend deadlines to file statements and schedules and order granting same (0.4). | 0.40 | \$122.00 |
| 9/11/2014 | RP | Prepare utility motion and proposed order granting same. | 2.90 | \$884.50 |
| 9/12/2014 | BDR | Multiple correspondence with D. Brickley regarding revisions to construction contract (0.2); revise Cam Construction Contract (0.5); assemble recently filed pleadings for service (0.2); draft demand letter to ADP (0.5); forward demand letter to D. Brickley for review and comment (0.1). | 1.50 | \$457.50 |
| 9/12/2014 | CA | Correspondence regarding CAM construction contract (.3); review motion to extend deadline to file schedules (.8); review letter to ADP to recover the draw of \$3300 (.3); | 1.40 | \$525.00 |
| 9/12/2014 | RP | Prepare motion for prepayment of constables and employees and order granting same. | 2.60 | \$793.00 |
| 9/12/2014 | RP | Additional work on preparation of motion for order authorizing payment of employees and constables. | 4.10 | \$1,250.50 |
| 9/15/2014 | BDR | Confer with C. Adams regarding demand letter (0.1); email demand letter to S. Thompson (0.1); exchange emails with S. Thompson regarding demand letter (0.1); email to T. Jenkins regarding current contact information for S. Thompson (0.1). | 0.40 | \$122.00 |



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|-----------|-----|---|------|------------|
| 9/15/2014 | CA | Various correspondence with insurance agent, D. Brickley and counsel for the bank regarding payment of insurance invoices (.6); correspondence with D. Brickley, C. Quinn and counsel for Dr. Kreit regarding reopening the hospital (.7); review letter to ADP for return of money; (.3); various correspondence with counsel for Dr. Kreit and C. Homer of the Department of State Health Services regarding what is required to reopen the hospital (.8); review 25 TAC Chapter 133 for guidance on what is required to reopen the hospital (.8) | 3.40 | \$1,275.00 |
| 9/15/2014 | CA | Various correspondence with D. Brickley and bank counsel regarding whether the Aetna litigation is stayed and, if not, how to respond (.4); confirm whether the Debtor needs to join in the motion to reconsider (.3); send email to bank counsel to outline what issues are being faced by the Debtor given the lift stay of the Aetna litigation (.8) | 1.50 | \$562.50 |
| 9/15/2014 | CA | Various correspondence with Hob Jordan, counsel for Kingsbridge Healthcare Finance regarding rejection of their lease of the hyperbaric chambers and review the rental agreement | 0.80 | \$300.00 |
| 9/15/2014 | RP | Prepare emergency motion to reject lease on medical equipment. | 3.60 | \$1,098.00 |
| 9/16/2014 | BDR | Receipt and review email from T. Jenkins regarding ADP's response to Trustee's demand letter. | 0.10 | \$30.50 |
| 9/16/2014 | CA | Various correspondence with former counsel for the debtor in the Aetna case regarding strategy going forward | 1.60 | \$600.00 |
| 9/16/2014 | CA | Various correspondence with D. Brickley and C. Quinn regarding the rejection of the hyperbaric chambers and return to lessor (.4); review and revise motion to reject hyperbaric chamber lease (.6) | 1.00 | \$375.00 |
| 9/16/2014 | CA | Review with team where we are on motion to extend deadline to file SOFA and schedules, utility motion and wage motion | 0.90 | \$337.50 |
| 9/16/2014 | RP | Prepare proposed order granting emergency motion to reject lease. | 0.30 | \$91.50 |
| 9/16/2014 | RP | Prepare list of 20 largest creditors and submit to Mr. Brickley for review. | 1.60 | \$488.00 |
| 9/17/2014 | CA | Finalize top 20 creditor list (.4); various correspondence with R. Wilkerson regarding coverage of former officers and directors by the hospital's D&O policy (.3); various correspondence with T. Gibson and D. Brickley regarding setting up a meeting with the doctors Gibson represents in an effort to open the hospital (.3); finalize motion to extend time to file SOFA and schedules (1.1); | 2.10 | \$787.50 |
| 9/17/2014 | CA | Various correspondence with H. Miles regarding Aetna litigation and what the Debtor needs to do | 1.10 | \$412.50 |
| 9/17/2014 | RP | Revise and file list of 20 largest creditors. | 0.70 | \$213.50 |
| 9/18/2014 | BDR | Receipt and review email from N. Vork regarding revisions to CAM Construction contract (0.1); detailed review of changes to contract (0.2); exchange emails with C. Quinn regarding CAM Construction contract revisions and payment options (0.1); receipt and review email from E. Medvetz regarding repayment of funds taken in violation of stay by ADP (0.1). | 0.50 | \$152.50 |
| 9/18/2014 | CA | Review and finalize application to employ Okin Adams | 1.20 | \$450.00 |
| 9/18/2014 | CA | Correspondence with insurance broker regarding claims being asserted against the hospital's D&O coverage (.5); correspondence with Dr. Keit counsel regarding opening the hospital and having Dr. Kreit and his group cease attempting to make a claim against the hospital's D&O insurance (.8); various correspondence with Ty Gibson and D. Brickley to set up meeting to discuss opening the hospital (.6) | 1.90 | \$712.50 |
| 9/18/2014 | CA | Various correspondence regarding finalization of dip budget and review of dip budget before sending to bank counsel | 0.90 | \$337.50 |



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| 9/18/2014 | RP | Prepare application to employ Okin Adams and order granting same. | 2.60 | \$793.00 |
| 9/18/2014 | RP | Revise utility motion, motion to pay employees and constables and motion to reject rental agreement. | 2.20 | \$671.00 |
| 9/19/2014 | CA | Various correspondence regarding the various steps to take to reopen hospital (1.3); begin responding to questions for the IDI packet (1.2) | 2.50 | \$937.50 |
| 9/22/2014 | CA | Prepare for and attend telephonic IDC (1.2); contact insurance agent to have UST added as notice party (.3); email J. Higgins to have him instruct Dr. Kreit not interfere with the Larkin Group (.3); review Texas Admin Code to determine whether having an operating pharmacy is a requirement to having an hospital open (.7) | 2.50 | \$937.50 |
| 9/22/2014 | CA | Various correspondence regarding the denial of the pharmacy license and whether the bankruptcy code prevents this action (.8); finalize wage motion (.5) | 1.30 | \$487.50 |
| 9/22/2014 | CA | Various correspondence regarding Level 3's threatened termination of service and discussion regarding filing the utility motion right away | 0.60 | \$225.00 |
| 9/22/2014 | CA | Finalize motion to reject lease of hyperbaric chambers and forward to lessor | 0.90 | \$337.50 |
| 9/22/2014 | RP | Receipt and review of schedule of prepetition expenses and wages to use as exhibit (0.3); finalize and file utility motion and motion to pay wages and constables, as well as proposed orders and exhibits thereto and confer with court's case manager regarding same (0.8); revise and refilled orders (0.4). | 1.20 | \$366.00 |
| 9/23/2014 | CA | Various correspondence with A. Powers regarding issues with restarting the hospital and his client's involvement (.5); meeting with Ty Gibson and his doctor group about restarting the hospital (1.1) draft letter to state pharmacy board to let them know that the hospital still is licensed and able to operate (1); continue filling out IDI for UST annalist; (1.3); have notices of hearing drafted, filed, and certificates of service completed and filed and mailed (.8) | 4.70 | \$1,762.50 |
| 9/23/2014 | RP | Prepare notice of hearing and certificates of service for multiple pleadings (1.2); finalize various pleadings and file (0.6); receipt and review of notice of court filings (0.1). | 1.90 | \$579.50 |
| 9/24/2014 | CA | Teleconference with C. Roy of the Texas AG office regarding the standard for keeping the hospital licensed (.4); relay this information to the team (.4) | 0.80 | \$300.00 |
| 9/24/2014 | CA | Correspondence with H. Miles and review Judge Hughes post judgment order (.5); calls with B. Ruzinsky and T. Davidson regarding same (.4) | 0.90 | \$337.50 |
| 9/24/2014 | CA | Various correspondence with J. Bodoff who represents ADP regarding termination of the ADP contract | 0.90 | \$337.50 |
| 9/25/2014 | CA | Various correspondence with Claro and the folks from PODS regarding their violation of the automatic stay for repossessing the POD at the hospital | 1.40 | \$525.00 |
| 9/25/2014 | CA | Correspondence with the Texas DSHS regarding renewing the hospital license and provide them with the fire marshalls reports | 1.30 | \$487.50 |
| 9/25/2014 | CA | Prepare for and attend status conference and utility motion and motion to pay prepetition wages | 2.60 | \$975.00 |
| 9/26/2014 | BDR | Exchange emails with D. Brickley and C. Quinn regarding CAM Construction contract revisions. | 0.20 | \$61.00 |
| 9/26/2014 | CA | Gather inspection certifications and send to DSHS (1.1); various correspondence with J. Davis at DSHS regarding the renewal of the hospital license and notify team that the renewal was granted (1.3) | 2.40 | \$900.00 |



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| 9/29/2014 | CA | Correspondence with endocare regarding their contract to provide services to the debtor (.8); correspondence with Kingsbridge regarding the setting of the hearing on the motion to reject the hyperbaric chambers (.4) | 1.20 | \$450.00 |
| 9/29/2014 | CA | Various correspondence with T. Davidson regarding post judgment discovery requests by his client | 0.90 | \$337.50 |
| 9/29/2014 | CA | Correspondence with A. Powers regarding the lease of space in a medical building owned by Dr. Kreit | 0.40 | \$150.00 |
| 9/30/2014 | CA | Correspondence with D. Brickley regarding his compensation in the bankruptcy case | 0.60 | \$225.00 |
| 9/30/2014 | CA | Various correspondence regarding PODs violation of the automatic stay by repossessing the POD and demanding that it be returned ASAP | 1.30 | \$487.50 |
| 9/30/2014 | CA | Correspondence with Entergy regarding the utility order and their compliance therewith | 0.70 | \$262.50 |
| Total Fees | | | | \$38,238.50 |

Staff Summary

| Name | Hours | Rate | Fees |
|-------------------|-------|----------|-------------|
| Brian D. Roman | 7.00 | \$305.00 | \$2,135.00 |
| Christopher Adams | 70.90 | \$375.00 | \$26,587.50 |
| Ruth E Piller | 31.20 | \$305.00 | \$9,516.00 |

Expenses

| Date | Description | Charges |
|-----------------------|------------------------------------|-----------------|
| 8/19/2014 | Messenger Delivery Expense | \$54.00 |
| 9/12/2014 | U.S. Mail | \$0.00 |
| 9/15/2014 | U.S. Mail | \$6.08 |
| 9/23/2014 | U.S. Mail | \$31.68 |
| 9/25/2014 | Parking Charge-Parking for Hearing | \$12.00 |
| 9/25/2014 | Parking Charge-Parking for Hearing | \$12.00 |
| 9/26/2014 | U.S. Mail | \$12.48 |
| 9/30/2014 | In-House Copying Charges | \$6.70 |
| 9/30/2014 | In-House Copying Charges | \$65.90 |
| Total Expenses | | \$200.84 |

Trust and Payment Summary

| | |
|-------------------|-------------|
| Total New Charges | \$38,439.34 |
| Previous Balance | \$0.00 |



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|-------------|-------------|
| Balance Due | \$38,439.34 |
|-------------|-------------|

| | |
|--|-------------|
| Previous Balance of Frost Client Trust Account | \$0.00 |
| 9/04/2014 Deposit Move retainer to chapter 11 matter | \$14,496.00 |
| Current Balance of Frost Client Trust Account | \$14,496.00 |

THANK YOU FOR YOUR BUSINESS
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November 19, 2014

Douglas Brickley
 The Claro Group
 1 Houston Center
 1221 McKinney Street, Ste. 2850
 Houston, TX 77010

Please remit payment to:

Okin & Adams LLP
 1113 Vine St., Suite 201
 Houston, TX 77002
 Fx. 888.865.2118

Tax ID# 80-0891347

Regarding: Cleveland Imaging Chapter 11
 Invoice No:03629

Services Rendered

| Date | Staff | Description | Hours | Charges |
|------------|-------|---|-------|----------|
| 10/01/2014 | CA | Review various contracts of The Larkin Group and markup; Human Resource Staffing Agreement, Emergency Physicians and Medical Director Services Agreement and Consulting Agreement | 2.60 | \$975.00 |
| 10/01/2014 | CA | Various correspondence with counsel for the Debtor in the Aetna case regarding next steps | 0.80 | \$300.00 |
| 10/02/2014 | CA | Finalize application to retain Okin Adams and forward to client to review | 2.30 | \$862.50 |
| 10/02/2014 | CA | Prepare for and attend hearing on motion to reject lease of hyperbaric chambers | 1.20 | \$450.00 |
| 10/02/2014 | CA | Various correspondence with counsel for Aetna | 0.50 | \$187.50 |
| 10/02/2014 | RP | prepare declaration of Chris Adams in support of motion to retain Okin Adams. | 0.50 | \$152.50 |
| 10/03/2014 | CA | Various correspondence regarding Claro application to employ | 0.40 | \$150.00 |
| 10/03/2014 | RP | Confer with Claro professionals regarding their motion to retain and file motions to retain Okin Adams and Claro Group, proposed orders and declarations in support thereof and file certificate of service for same. | 1.60 | \$488.00 |
| 10/06/2014 | CA | Various correspondence with Level 3 regarding their claim in bankruptcy | 0.60 | \$225.00 |
| 10/06/2014 | CA | Review proposed order on cash collateral and discuss with team | 1.80 | \$675.00 |
| 10/06/2014 | CA | Various correspondence with D. Sutter for Citadel regarding agreed order on lift stay | 1.20 | \$450.00 |
| 10/06/2014 | CA | Correspondence with T. Davidson regarding Aetna's agreement to extend deadline to respond to discovery | 0.70 | \$262.50 |
| 10/07/2014 | BDR | Review Order Appointing Receiver (0.2); draft Notice of Intent to Pay D. Brickley Pursuant to Order Appointing Receiver (1.0); confer with C. Adams regarding revisions to notice (0.1). | 1.30 | \$396.50 |
| 10/07/2014 | CA | Various correspondence regarding statement and schedules and preparing for 341 meeting | 0.80 | \$300.00 |
| 10/07/2014 | CA | Various correspondence with attorney for Dr. Kreit regarding the Citadel lift stay | 0.80 | \$300.00 |
| 10/07/2014 | CA | Attend hearing on Citadel lift stay | 0.90 | \$337.50 |
| 10/07/2014 | RP | Prepare application for order authorizing interim compensation procedures and order granting same. | 1.40 | \$427.00 |
| 10/08/2014 | CA | Various correspondence with Citadel attorney regarding lift stay order and filing non-suit | 0.90 | \$337.50 |
| 10/08/2014 | CA | Forward carveout language to Bank counsel to add to final dip order | 0.40 | \$150.00 |
| 10/08/2014 | CA | Correspondence with counsel to ADP and D. Brickley regarding the termination the ADP contract | 0.60 | \$225.00 |
| 10/08/2014 | CA | Various correspondence with Claro regarding descriptions for the | 0.90 | \$337.50 |

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| schedules and SOFA | | | | | |
|--------------------|-----|--|------|------------|--|
| 10/08/2014 | RP | File notice of nonsuit in state court. | 0.50 | \$152.50 | |
| 10/09/2014 | BDR | Receipt and review post judgment discovery; email to D. Brickley and C. Adams regarding responses to same. | 0.40 | \$132.00 | |
| 10/09/2014 | CA | Various correspondence with D. Brickley, Claro and C. Roy regarding the terminated CLIA certificate (1.2); various correspondence regarding information for schedules and SOFA (.9) | 2.10 | \$787.50 | |
| 10/09/2014 | CA | Various correspondence with T. Davidson regarding post-judgment discovery in the Aetna litigation and review discovery (1.1); correspondence with B. Roman regarding responding to discovery (.8) | 1.90 | \$712.50 | |
| 10/13/2014 | CA | Various correspondence regarding schedules and SOFA | 1.20 | \$450.00 | |
| 10/13/2014 | CA | Finalize DIP Motion and forward to bank counsel | 3.30 | \$1,237.50 | |
| 10/13/2014 | CA | Review Cigna lift stay and discuss with counsel for Cigna | 0.80 | \$300.00 | |
| 10/14/2014 | BDR | Draft, revise and finalize Cleveland Imaging's Objections and Responses to Aetna's Request for Post Judgment Discovery; confer with C. Quinn regarding same; serve same on Aetna. | 4.20 | \$1,386.00 | |
| 10/14/2014 | CA | Finalize DIP motion | 1.60 | \$600.00 | |
| 10/14/2014 | CA | Various correspondence with Claro and C. Roy regarding CLIA certification (.8); correspondence with UST regarding moving 341 meeting and report to D. Brickley (.5) | 1.30 | \$487.50 | |
| 10/14/2014 | CA | Review proof of service of discovery and forward to B. Roman and discuss our response to discovery | 0.80 | \$300.00 | |
| 10/14/2014 | CA | Review and forward dip budget to bank counsel | 0.80 | \$300.00 | |
| 10/15/2014 | CA | Finalize cash collateral order and motion and have filed | 1.80 | \$675.00 | |
| 10/15/2014 | RP | Finalize DIP motion and confer with court regarding scheduling of hearing (1.8); receipt and review of notice(s) of court filing(s) (0.1); | 1.90 | \$579.50 | |
| 10/16/2014 | CA | Prepare for and attend status conference | 1.20 | \$450.00 | |
| 10/16/2014 | RP | Receipt and review of notice(s) of court filing(s) (0.4); finalize expedited DIP motion, exhibits thereto and proposed order and forward same to case manager (2.3); confer with case manager regarding need to revise order (0.2); revise and refile order granting DIP/cash collateral order (0.2). | 3.10 | \$945.50 | |
| 10/16/2014 | RP | Receipt and review fax correspondence from Kresta Glaser of Omniscribe Transcription Services, Inc. regarding balance she claims she is owed (0.2); confer via emails with Ms. Glaser regarding procedure for filing claim (0.3); receipt and review of email from Mr. Adams regarding need for notice of hearing on reset of creditors (0.1). | 0.60 | \$183.00 | |
| 10/17/2014 | RP | Receipt and review of notice(s) of court filing(s). | 0.20 | \$61.00 | |
| 10/20/2014 | CA | Various correspondence with Claro regarding schedules (.4); review schedules and SOFA and provide comment to Claro and D. Brickley (1.9) | 2.30 | \$862.50 | |
| 10/20/2014 | RP | Prepare and file witness and exhibit list for DIP hearing (0.4). | 0.40 | \$122.00 | |
| 10/21/2014 | BDR | Confer with C. Adams and C. Quinn regarding production of documents. | 0.20 | \$66.00 | |
| 10/21/2014 | CA | Finalize schedules and SOFA and file | 2.70 | \$1,012.50 | |
| 10/21/2014 | CA | Various correspondence with C. Roy and D. Brickley regarding DSHS request for language to be included in dip order | 0.80 | \$300.00 | |
| 10/21/2014 | CA | Prepare for hearing on DIP motion | 1.40 | \$525.00 | |
| 10/22/2014 | CA | Prepare for and attend hearing on interim DIP | 2.30 | \$862.50 | |
| 10/22/2014 | CA | Various correspondence regarding sending documents to Aetna in response to discovery | 0.60 | \$225.00 | |
| 10/22/2014 | CA | Review contract with RCAT | 1.00 | \$375.00 | |



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| 10/22/2014 | CA | Various correspondence with bank counsel and D. Brickley regarding Cigna lift stay motion | 0.50 | \$187.50 |
| 10/22/2014 | RP | Prepare notice of hearing with certificate of service for final cash collateral/DIP motion (0.3); receipt and review notice(s) of court filing (s) (0.6). | 1.10 | \$335.50 |
| 10/24/2014 | CA | Various correspondence regarding entering into agreement with RCAT and drafting motion for approval of same | 1.20 | \$450.00 |
| 10/24/2014 | RP | Prepare Motion for Authority to Enter into RCAT Consulting Agreement, Proposed Order Granting Motion for Authority to Enter into Consulting Agreement and Order setting hearing on same. | 6.30 | \$1,921.50 |
| 10/27/2014 | CA | Various correspondence regarding ADP withdrawing funds without authority (1.1); correspondence with Ty Gibson regarding meeting with his doctor's group (.4) | 1.50 | \$562.50 |
| 10/27/2014 | CA | Finalize motion to authorize RCAT agreement | 1.90 | \$712.50 |
| 10/27/2014 | RP | Receipt and review notice(s) of court filing(s). | 0.20 | \$61.00 |
| 10/28/2014 | CA | Review agreements with Siemens and Nuclear Gamma (.9); correspondence with court regarding hearing on RCAT agreement and notice out hearing (.5) | 1.40 | \$525.00 |
| 10/28/2014 | RP | Revise and Complete Motion for Interim Compensation Procedures. | 2.20 | \$671.00 |
| 10/29/2014 | CA | Prepare for and attend hearing on RCAT agreement (1.9); various correspondence regarding production of documents to Aetna (5); various correspondence with Claro and RCAT regarding the CLIA certification (.9) | 3.30 | \$1,237.50 |
| 10/29/2014 | RP | Prepare Certificate of Service for Motion for Interim Compensation Procedures and Notice of Intent to Compensate Douglas Brickley. | 0.50 | \$152.50 |
| 10/29/2014 | RP | Receipt and review notice(s) of court filing(s). | 0.50 | \$152.50 |
| 10/30/2014 | CA | Correspondence with Claro regarding payment of RCAT invoices and status of agreement | 0.30 | \$112.50 |
| 10/30/2014 | RP | Receipt and review notice(s) of court filing(s). | 0.10 | \$30.50 |
| 10/31/2014 | CA | Work with Claro regarding obtaining items to be provided to UST | 1.40 | \$525.00 |
| 10/31/2014 | RP | Receipt and review notice(s) of court filing(s). | 0.30 | \$91.50 |
| Total Fees | \$29,807.50 | | | |

Staff Summary

| Name | Hours | Rate | Fees |
|-------------------|-------|----------|-------------|
| Brian D. Roman | 1.30 | \$305.00 | \$396.50 |
| Brian D. Roman | 4.80 | \$330.00 | \$1,584.00 |
| Christopher Adams | 56.80 | \$375.00 | \$21,300.00 |
| Ruth E Piller | 21.40 | \$305.00 | \$6,527.00 |

Expenses

| Date | Description | Charges |
|------------|--|----------|
| 10/16/2014 | U.S. Mail | \$12.96 |
| 10/16/2014 | U.S. Mail | \$0.69 |
| 10/16/2014 | U.S. Mail | \$12.96 |
| 10/21/2014 | U.S. Mail | \$13.44 |
| 10/23/2014 | Outside Printing and Duplicating Charge-Mail out | \$167.64 |
| 10/27/2014 | U.S. Mail | \$12.96 |
| 10/29/2014 | U.S. Mail | \$12.96 |



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| | | |
|------------|--------------------------|----------|
| 10/31/2014 | In-House Copying Charges | \$84.90 |
| | Total Expenses | \$318.51 |

Trust and Payment Summary

| | |
|---|-------------|
| Total New Charges | \$30,126.01 |
| Previous Balance | \$38,439.34 |
| Balance Due | \$68,565.35 |
| Current Balance of Frost Client Trust Account | \$14,496.00 |

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 Dallas Houston



December 18, 2014

Douglas Brickley
 The Claro Group
 1 Houston Center
 1221 McKinney Street, Ste. 2850
 Houston, TX 77010

Please remit payment to:

Okin & Adams LLP
 1113 Vine St., Suite 201
 Houston, TX 77002
 Fx. 888.865.2118

Tax ID# 80-0891347

Regarding: Cleveland Imaging Chapter 11
 Invoice No:03653

Services Rendered

| Date | Staff | Description | Hours | Charges |
|------------|-------|--|-------|------------|
| 11/01/2014 | RP | Receipt and review notice(s) of court filing(s). | 0.10 | \$30.50 |
| 11/02/2014 | RP | Receipt and review notice(s) of court filing(s). | 0.10 | \$30.50 |
| 11/03/2014 | BDR | Detailed review of Airgas PSA and Terms of Sale (0.8); draft memorandum regarding issues with Airgas PSA and Terms of Sale (0.2). | 1.00 | \$330.00 |
| 11/03/2014 | CA | Review and discuss various contracts for the hospital to enter into in order to reopen | 0.90 | \$337.50 |
| 11/03/2014 | CA | Various correspondence regarding retrieval of CT scanner from Kriet | 0.50 | \$187.50 |
| 11/03/2014 | CA | Prepare for and attend 341 meeting of creditors | 3.30 | \$1,237.50 |
| 11/03/2014 | RP | Receipt and review of email from Mr. Adams regarding preparation of notice of distribution of retainer (0.1); Receipt and review notice(s) of court filing(s) (0.1). | 0.20 | \$61.00 |
| 11/04/2014 | CA | Various correspondence regarding bidding on St. Anthony's auction | 0.30 | \$112.50 |
| 11/04/2014 | CA | Various correspondence regarding Aetna's litigation and whether it can be settled | 0.60 | \$225.00 |
| 11/04/2014 | CA | Review Airgas contract and forward to B. Roman to analyze | 0.40 | \$150.00 |
| 11/04/2014 | CA | Begin drafting NDA for prospective purchaser | 1.20 | \$450.00 |
| 11/04/2014 | RP | Prepare Notice of Distribution of Retainer and confer with Mr. Adams regarding same.. | 1.30 | \$396.50 |
| 11/04/2014 | RP | Receipt and review notice(s) of court filing(s). | 0.20 | \$61.00 |
| 11/05/2014 | BDR | Detailed review of McKesson and Cytox contracts (1.2); draft memorandum regarding issues with same (0.3). | 1.50 | \$495.00 |
| 11/05/2014 | CA | Finalize and forward draft NDA to prospective purchaser | 1.40 | \$525.00 |
| 11/05/2014 | CA | Review McKesson agreement and comment thereon (.6); review Cytox agreement and comment thereon (.4) | 1.00 | \$375.00 |
| 11/05/2014 | CA | Various correspondence regarding hearing in Aetna case that the court requires Okin Adams to attend | 0.60 | \$225.00 |
| 11/05/2014 | RP | Prepare final witness and exhibit list for cash collateral/DIP loan hearing (0.5); Receipt and review notice(s) of court filing(s) (0.1). | 0.60 | \$183.00 |
| 11/06/2014 | CA | Review dip budget and discuss with Claro | 0.80 | \$300.00 |
| 11/06/2014 | CA | Prepare for hearing on dip financing | 1.40 | \$525.00 |
| 11/06/2014 | CA | Correspondence on contract for the hospital to enter into in order to open | 0.70 | \$262.50 |
| 11/06/2014 | RP | Confer with Mr. Adams and with court clerk regarding procedure to amend petition and file Notice of Filing Amended Petition. | 1.00 | \$305.00 |
| 11/07/2014 | CA | Prepare for and attend Aetna hearing | 1.90 | \$712.50 |
| 11/07/2014 | CA | Prepare for and attend hearing on dip financing | 1.30 | \$487.50 |
| 11/07/2014 | RP | Receipt and review notice(s) of court filing(s). | 0.50 | \$152.50 |



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|------------|-------------|--|------|----------|
| 11/10/2014 | CA | Continued correspondence regarding execution of various contracts for hospital to reopen | 1.60 | \$600.00 |
| 11/10/2014 | CA | Various correspondence regarding open items for chapter 11 compliance | 1.10 | \$412.50 |
| 11/10/2014 | RP | Receipt and review notice(s) of court filing(s). | 0.40 | \$122.00 |
| 11/11/2014 | CA | Finalize initial debtor report for the UST | 1.60 | \$600.00 |
| 11/11/2014 | CA | File amended petition | 0.60 | \$225.00 |
| 11/11/2014 | CA | Correspondence with Claro and Morgan Insurance regarding adding UST as notice party | 0.30 | \$112.50 |
| 11/12/2014 | CA | Various correspondence regarding appointing a new board of directors to comply with state law | 0.90 | \$337.50 |
| 11/12/2014 | RP | Receipt and review notice(s) of court filing(s). | 0.20 | \$61.00 |
| 11/13/2014 | CA | Review software contract and provide comments to C. Mukhar | 0.60 | \$225.00 |
| 11/13/2014 | CA | Finalize and forward initial debtor report to UST | 1.50 | \$562.50 |
| 11/13/2014 | CA | Review and forward final non disclosure agreement | 0.60 | \$225.00 |
| 11/17/2014 | CA | Various correspondence regarding the various contracts that the hospital needs to execute in order to restart patient care services | 1.20 | \$450.00 |
| 11/17/2014 | CA | Correspondence with V. Newsome regarding dissolution of the existing board and appointment of a new board | 0.90 | \$337.50 |
| 11/17/2014 | RP | Receipt and review notice(s) of court filing(s). | 0.10 | \$30.50 |
| 11/18/2014 | CA | Review and comment on various contracts for the hospital | 1.30 | \$487.50 |
| 11/18/2014 | RP | Receipt and review notice(s) of court filing(s). | 0.30 | \$91.50 |
| 11/19/2014 | BDR | Detailed review of emergency room provider's contract; confer with C. Adams regarding same; receipt and review email from C. Mukhar regarding status of current contracts. | 0.90 | \$297.00 |
| 11/20/2014 | RP | Receipt and review notice(s) of court filing(s) (0.3); finalize and file Debtor's October monthly operating report (0.3). | 0.60 | \$183.00 |
| 11/24/2014 | CA | Review of and response to various contracts for the hospital | 0.80 | \$300.00 |
| 11/25/2014 | BDR | Receipt and review email from C. Quinn regarding comments to emergency services contract. | 0.10 | \$33.00 |
| 11/25/2014 | CA | Review and revise NDA and forward to R. Slack along with proof of Mr. Brickley's authority to enter into the agreement | 1.70 | \$637.50 |
| 11/25/2014 | RP | Receipt and review notice(s) of court filing(s). | 0.10 | \$30.50 |
| Total Fees | \$14,518.50 | | | |

Staff Summary

| Name | Hours | Rate | Fees |
|-------------------|-------|----------|-------------|
| Brian D. Roman | 3.50 | \$330.00 | \$1,155.00 |
| Christopher Adams | 31.00 | \$375.00 | \$11,625.00 |
| Ruth E Piller | 5.70 | \$305.00 | \$1,738.50 |

Expenses

| Date | Description | Charges |
|------------|---|---------|
| 8/19/2014 | Messenger Delivery Expense | \$58.28 |
| 10/02/2014 | Parking Charge-Parking for hearing on motion to reject | \$3.00 |
| 10/07/2014 | Parking Charge- | \$3.00 |
| 10/16/2014 | Parking Charge-Parking for 341 Meeting | \$15.00 |
| 10/22/2014 | Parking Charge-Parking for DIP hearing | \$6.00 |
| 10/29/2014 | Parking Charge-Parking for hearing for emergency motion | \$6.00 |



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|------------|--|----------|
| 10/30/2014 | Parking Charge- | \$6.00 |
| 11/03/2014 | Parking Charge-Parking for 341 Meeting | \$9.00 |
| 11/03/2014 | Parking Charge-Parking for 341 meeting | \$9.00 |
| 11/04/2014 | U.S. Mail | \$13.44 |
| 11/07/2014 | Parking Charge-Parking for final cash collateral | \$9.00 |
| 11/12/2014 | U.S. Mail | \$12.96 |
| 11/19/2014 | Messenger Delivery Expense | \$29.43 |
| 11/30/2014 | In-House Copying Charges | \$84.20 |
| 11/30/2014 | PACER Monthly Statement | \$5.20 |
| | Total Expenses | \$269.51 |

Trust and Payment Summary

| | |
|--|--|
| Total New Charges | \$14,788.01 |
| Previous Balance | \$68,565.35 |
| 12/13/2014 Apply Funds to AR | OA IOLTA Account |
| | \$-14,496.00 |
| | Apply remaining retainer per notice [Doc. #95] |
| Balance Due | \$68,857.36 |
| Previous Balance of Frost Client Trust Account | \$14,496.00 |
| 12/13/2014 Apply Retainer Balance to AR | \$-14,496.00 |
| Current Balance of Frost Client Trust Account | \$0.00 |

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